

## **Pikes Peak Weavers Guild Bylaws**

### **Article I. Offices**

The principal office of the corporation in the State of Colorado shall be located in the City of Colorado Springs, County of El Paso. The corporation may have such other offices either within or without the State of Colorado, as the Board of Directors may designate or as the business of the corporation may require from time to time. The registered office of the corporation, required by the Colorado Business Corporations Act, to be maintained in the State of Colorado may be, but need not be identical with the principal place in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors. The registered agent of the corporation shall be responsible for the annual report and any other reports required by the State of Colorado.

### **Article II. Members**

Membership shall be open to those who weave, spin and dye and those interested in the arts of hand weaving, spinning and dyeing regardless of race, color, creed, religion, national origin, sexual orientation, veteran status, age, sex or disability. If the Guild decides to have a public sale, membership is defined as dues having been received by the Membership Secretary no later than three months before the date of the sale. For purposes of voting in the election of officers, membership is defined as dues having been received by the Membership Secretary before January 1 of each year.

### **Article III. Meetings**

**Section 1.** Annual Meetings. The corporation shall hold at least one annual meeting a year. The last regular meeting of the fiscal year shall be the annual meeting. Regular meetings shall also be held no fewer than eight (8) times a year at such place as the President may designate in writing.

**Section 2.** Special Meetings. Special meetings of the membership for any purpose or purposes may be called by the President or by the Board of Directors.

**Section 3.** Place of Meetings. The Board of Directors may designate any place either within or without the State of Colorado as the place of meeting for any annual meeting or any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be at the corporation's regular meeting location.

**Section 4.** Notice of Meetings. The newsletter published by the Guild shall serve as notice to members of all regular meetings. For special meetings, notice stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called shall be given no fewer than ten or more than fifty days before the date of the meeting either by phone, email, or mail, by or at the direction of the President, Secretary, or the Board of Directors. If mailed, such notice shall be deemed to have been delivered when deposited in the United States Mail addressed to the member at that member's address as it appears in the membership rolls of the corporation with postage prepaid.

## **Article IV. Board of Directors**

**Section 1. General Powers.** The business and affairs of the corporation shall be managed by its Board of Directors.

**Section 2. Number, Tenure, and Qualifications.** The Board of Directors shall consist of no fewer than seven nor more than twenty-five members as stated by the Articles of Incorporation. Each director shall hold office until the next annual meeting of the membership and until that director's successor shall have been elected and qualified. Directors shall be members of the corporation and shall not be a director of any other regional Board of a similar type organization (fiber, craft, artisan), nor hold a vested interest in such an organization, neither during the nomination process nor at any period after becoming a sitting director of the corporation. The Board of Directors shall consist of elected officers, the past president and Board Members at Large.

By accepting an elected Board position, each director agrees to act according to Colorado state law concerning serving on the Board of a non-profit corporation, including the performance of duties in an ethical manner and self recusal from any discussion and voting where there may be a conflict of interest.

**Section 3. Regular Meetings.** A regular meeting of the Board of Directors shall be held during each fiscal year on call of the President. Notice shall be given by the President in the newsletter published prior to the board meeting, or by phone, or email, at least five days prior to the meeting. The Board of Directors may provide by resolution the time and place either within or without the State of Colorado for the holding of additional regular meetings without other notice than such resolution.

**Section 4. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or by two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Colorado, as the place for holding any special meeting of the Board of Directors called by them. Business transacted at a special meeting will be limited to the stated purpose of that special meeting.

**Section 5. Notice.** Notice of any special meeting of the Board of Directors shall be received at least two days previously thereto by phone, mail or email. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 6. Quorum.** The presence of no fewer than three members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

**Section 7. Manner of Acting.** The act of the majority of the directors present at a Board of Directors meeting at which a quorum is present shall be the act of the Board of Directors.

**Section 8. Action Without a Meeting.** Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing setting forth the action so taken, shall be signed or sent via email by no fewer than three members of the Board of Directors.

**Section 9.** A standard of decorum is necessary for PPWG members and guests at Guild-sponsored activities including meetings and workshops. Disruption of activities will not be allowed.

**Section 10.** Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though fewer than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the Board of Directors for a term of office continuing only until the next annual meeting of membership.

**Section 11.** Compensation. Directors shall not be entitled to compensation for their services as such.

**Section 12.** Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director's dissent shall be entered in the minutes of the meeting. Dissents shall be entered as follows:

1. File a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof; or
2. Forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**Section 13.** Removal. Any member of the Board of Directors who shall fail to perform duties as specified in the bylaws or as delegated by the Board of Directors shall forfeit the right to serve as an officer or Board member. The Board of Directors by a majority vote shall declare the office vacant.

#### **Article V. Officers.**

**Section 1.** Number. The officers of the corporation shall be President, 1st Vice President, 2nd Vice President, Recording Secretary, Treasurer, Membership Secretary and two Board Members at Large and these officers shall comprise the Board of Directors. The immediate Past President shall be a member of the Board of Directors for one year to aid in continuity of Guild Procedures. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person except the offices of President and Recording Secretary.

**Section 2.** Election and Term of Office. The officers of the corporation shall be elected for one year by the membership and shall be elected at the annual meeting of the membership. There is no provision or intent for any officer to automatically move from one position to another. The Nominating Committee will announce a slate of officers at the April Meeting. Nominations from the floor will also be taken at the April meeting.

**Section 3.** Vacancy. The vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors for the unexpired portion of the term.

**Section 4.** President. The President shall preside at all meetings of the Guild and shall serve as ex-officio member to all committees except the nominating committee.

**Section 5.** Vice Presidents. The 1st Vice President shall act for the President in case of absence or inability to serve. The 2nd Vice President shall act for the President in case the 1st Vice President is

unable to act for the President. The 1st and 2nd Vice Presidents shall work together to provide a program for each regular Guild meeting. The 2nd Vice President's position exists to provide additional resources relating to programs and mini-workshops. It is not a requirement that the 2nd Vice President must agree to serve as 1st Vice President if asked by the nominating committee.

**Section 6.** Recording Secretary. The Recording Secretary shall keep a record of all proceedings of regular business and Board of Directors meetings, a copy of which shall be sent to the members of the Board of Directors within a week of any such meeting. The Recording Secretary shall maintain a permanent file of all minutes and any correspondence that may be required by the guild in the future.

**Section 7.** Treasurer. The Treasurer shall receive and keep an account of all dues and money paid to the Guild together with money expended by the Guild, bringing a report to regular meetings. The Treasurer shall provide an annual budget to the Guild at the next regular meeting after the annual meeting of the membership, and the membership shall approve the annual budget. Any expenses that arise that are outside the approved annual budget shall be approved by the Board, and, if that expense exceeds \$250, the expense shall also be approved by the Guild membership.

PPWG shall maintain the following separate funds: an operating fund, a memorial fund, a library fund, a demonstrations fund, and the PPWG Fund for Excellence in Fiber Art.

**Section 8.** Membership Secretary. The Membership Secretary shall (1) promote membership, (2) keep a membership list, (3) validate memberships to the Newsletter Editor, (4) keep a member information file, (5) introduce new members to the Guild at regular meetings.

**Section 9.** Board Members at Large. In addition to the officers listed above, there shall be two Board Members at Large to be elected by the membership at the annual meeting. It is allowed but not required that a Board Member at Large be a chairperson of one of the standing committees listed below.

**Section 10.** Standing Committees. In addition to the above named officers, the chairpersons of the following Standing Committees shall be filled from among the membership, by the appointment of the President at the annual meeting of the membership.

A. Newsletter Editor is responsible for the publication of at least six newsletters each year.

B. Workshop Chairperson is responsible for arranging at least one workshop per year, unless the guild decides not to have a workshop. For each day that a member hosts the workshop leader, that member may: 1) request a \$35 per diem or 2) submit receipts for actual expenses or 3) donate expenses they have incurred to PPWG. The number of days the leader will be hosted related to PPWG shall be stated in the contract with the workshop leader.

C. Librarians are responsible for all Guild library holdings. The Librarians shall catalog and prepare all materials before circulation and ensure that a physical inventory of all holdings is performed regularly. The Librarians shall be responsible for library fund raising and collecting prescribed fines which will be used for the Library. Fines will be remitted to the Treasurer periodically.

D. Hospitality Chairperson is responsible for providing refreshments at each regular Guild meeting. He/she is also responsible for refreshment equipment and supplies.

E. Publicity Chairperson is responsible for contacting the news media and other appropriate organizations when Guild activities warrant so doing, and shall collect press clippings and other publicity materials of significance.

F. Demonstrations Chairperson shall be responsible for coordinating all community weaving and spinning demonstrations.

G. Yearbook Chairperson shall be responsible for coordinating content and publication of the guild yearbook, obtaining input as required from the Board of Directors.

H. Advertising Chairperson shall be responsible for sales of advertising space.

I. Website Chairperson shall be responsible for administration and maintenance of the Guild website.

J. If the guild decides to have a public sale, the Sale Chairperson shall be responsible for organizing the sale and reporting the results to the membership at the meeting following the month of the sale. The sale results shall be monitored by the Board and the question of whether to continue sponsorship shall be put before the membership for a vote.

#### **Article VI. Audit Committee**

Two responsible members of the corporation shall be appointed by the President of the corporation to audit the treasury books at the end of the fiscal year and to report back to the membership at the first regular membership meeting following the annual meeting. A written report from the Auditors shall be placed in the Treasurer's record book.

#### **Article VII. Nominating Committee**

The Nominating Committee shall be appointed by the President (who shall not be a member of the committee) in January. The committee shall announce a proposed slate of officers and Board Members at Large at the April meeting and shall provide the President with a list of members to fill the standing committee roles. The election of officers and Board Members at Large shall be held at the annual meeting and the newly elected officers, Board Members at Large and appointed committee chairpersons shall assume their duties at the end of the annual meeting.

#### **Article VIII. Dues**

Membership dues shall be payable on or before June 1. If the Board of Directors determines that a change in dues is required, the members shall vote at a regular meeting on the amount of annual dues for members and the change shall take effect for the following guild year. Members receive no fewer than six newsletters as part of their membership. New members joining after January 1 shall pay a pro-rated amount, and shall receive the remaining newsletters. Those members whose dues remain unpaid after July 1 shall be considered to have voluntarily withdrawn from the Guild.

As of September 9, 2005, members who: (1) are 65 and older, (2) have been PPWG members for 5 or more years, and (3) have declared to the Membership Secretary that they meet the requirements in (1) and (2) shall be grandfathered into a lifetime membership category whereby no dues will be charged to them. This program will not apply in the future, only to those grandfathered in on September 9, 2005.

## **Article IX. Fiscal Year**

The fiscal year of the corporation shall be June 1 through May 31.

## **Article X. Amendments**

These bylaws may be altered, amended or replaced by new bylaws at any regular meeting by a two-thirds vote of all members present.

## **Standing Rules**

### **1. Name and Purpose**

The name of the organization shall be the Pikes Peak Weavers' Guild, Inc. It may also be referred to as Pikes Peak Weavers Guild, Guild, or PPWG. The purpose of the Guild shall be to meet and exchange ideas and techniques relative to the arts of hand weaving, spinning and dyeing, to help encourage and educate all weavers, spinners and dyers to achieve the highest standard of excellence, and to educate and stimulate public interest in an appreciation of the arts of hand weaving, spinning and dyeing. It is the intent of the guild to use what funds are available for educational purposes.

### **2. Dues**

Payable on or before June 1, to run through May 31st of the following year, dues are \$35.00 per year or \$17.50 for those joining after January 1st. New members joining after publication of the Directory will be listed with contact information in the newsletter.

### **3. Guild Equipment**

Charges for rentals (set by the Board of Directors), an equipment list, and a contact name of the member who is storing the equipment are in the Guild Yearbook and on the PPWG Equipment Rental Agreement Forms, which are in the library and posted on the website.

3.1 PPWG equipment is available for Guild members to rent on a first-come, first-served basis.

3.2 PPWG equipment is available without charge for demonstrations, provided that the equipment isn't being rented by another member at that time.

3.3 Responsibilities of the equipment renter and the equipment contact persons are listed on the rental contract stored on the guild website.

### **4. Guild Library**

4.1 The Librarians will maintain the Guild's collection of print and electronic media related to weaving, spinning, dyeing and basic design. The mission of the library is: "To preserve and provide access to weaving, spinning, and dyeing heritage and design; including historical and current materials and regional events, and published works of guild members."

4.2 The Librarians will ensure that subscriptions to *Shuttle, Spindle & Dyepot*, *Väv*, *Spinoff* and *Handwoven* are maintained.

4.3 The most current issue of magazines and recently acquired books (within the previous 6 guild months) may be checked out for one month. All other materials may be checked out for two months. All materials checked out at the May meeting must be returned at the September meeting. A fine of \$3.00 per book/magazine per month will be charged for overdue materials. Any members with overdue books or outstanding fines will not be allowed to check out any additional library materials. Members shall replace or pay for the replacement of lost or damaged library materials.

4.4 The Librarians have the authority to require a deposit set by the Board of Directors in order to check out items that are deemed to be valuable or difficult to replace.

4.5 The Librarians will obtain the resources needed to perform an inventory of the Library holdings every two years.

## **5. Guild Commissions**

At any Guild-sponsored functions, the Guild may charge a commission. Amount will be decided by the Board of Directors.

## **6. Solicitation of Members for Gifts**

The membership is not to be solicited for monetary contributions without approval of the Board of Directors for a specific situation.

## **7. Officer & Chair Responsibilities**

Each officer and standing committee chairperson shall review his/her existing job description, if one exists, or provide one describing his/her responsibilities to the website chairperson. Each officer and chairperson will participate in an orderly handoff of responsibilities to his/her successor after the annual meeting.

## **8. Guild Publications**

PPWG may prepare and distribute a variety of publications, which may include but are not limited to, a newsletter, a membership directory, online publication(s), and other print and electronic methods of information distribution. Items published, frequency, person(s) responsible, manner of delivery, contents and other specifics are left as Board of Directors and Membership decisions.

## **9. Donations and Contributions**

9.1 **Donations/contributions** to the Guild shall be accepted and forwarded to the appropriate officer/committee chairperson. Items donated to PPWG are not required to be retained by the Guild. Proper disposition of donated items shall be proposed to the Board for final approval. Donor forms for tax purposes are available from the Treasurer on request.

### **9.2 Handling Notification of Prior/Current Guild Member's Death**

When the Guild is notified that a prior or current member has passed away, the Guild will send a card to the family expressing our condolences and including a comment about his/her contribution to the Guild. Due to our tax-exempt status, the Guild is not allowed to make donations to organizations. The Guild will share information at a regular meeting regarding requested donations so that individual members can make donations or acknowledgements.

## **10. Scholarships**

### **10.1 Eligibility**

- A. Applicants must be members of the Pikes Peak Weavers Guild for a minimum of one year.
- B. Workshop or conference for which the scholarship is given must be related to weaving, spinning or dyeing.
- C. Applicant must state reason for interest in particular workshop and how the applicant (and the Guild) will benefit from supporting this experience.

### **10.2 Financial Criteria**

Awarding of scholarships and the amount of scholarship will be based upon availability of funds, compatibility with other guild programs and membership interests.

### **10.3 Requirements of Recipient**

Recipients are required to share the knowledge gained through this scholarship with the Guild. This may be through giving a program, writing a newsletter article, giving a demonstration, or teaching a mini-workshop. Before receiving funds, the recipient must coordinate with the 1st and 2nd Vice Presidents to schedule the program they will present.

### **10.4 Procedure**

- A. Requests for scholarships must be submitted in writing on the Guild Scholarship Application. Additional information that would be beneficial to the Board of Directors in making their evaluation may also be submitted. Requests may be submitted two times a year: by March 15<sup>th</sup> and October 15<sup>th</sup>. Completed applications will be received by the President.
- B. All requests for scholarships will be presented to the Board of Directors for approval or disapproval. The amount granted may be less than the amount requested.
- C. Applicants will be asked to meet with board members to explain their request, share samples of interests and work and be available to answer questions. This is meant to be a low-key and non-stressful gathering.

## **11. Fund for Excellence in Fiber Art**

Funds maintained under a special account titled *PPWG Fund for Excellence in Fiber Arts* shall be used to further the recognition, reputation and credibility of PPWG members as artists and craftspeople. An example of intended use would be an invitational or juried exhibit of the highest quality. Another example might be activities that bring credibility and recognition to PPWG as a major Colorado fiber organization; for example, Colorado Weavers Day May 2004.



Only PPWG sponsored activities (as opposed to supported activities) will be considered for funding from this account. Proposals must be written and include name(s) of organizers with email addresses and phone numbers, the title and purpose of the event, estimated Guild manpower needed, and justification of how the proposed event will serve the purposes of the Fund.

Proposals to obtain funds shall encompass a detailed plan to recover costs from the event, thereby preserving or increasing the principal amount.

PPWG's Board of Directors will accept and review proposals, refine and estimate costs involved and present the proposal to the PPWG membership for a vote to approve sponsorship of the proposed activity.

## **12. Memorial Fund**

The PPWG Memorial Fund was established in remembrance of PPWG members, their friends and relatives. The first donations made in 1985 in memory of Mildred K. Donley and funds donated in memory of Eva Asher were combined with other memorial donations into one Memorial Fund in 2006. The PPWG Memorial Fund will be used for educational purposes and as seed money for projects to help the public learn about weaving and other related textile techniques. The principal could also be used as seed money for these types of projects with the understanding and expectation that the seed money will be returned to the fund when the project is complete

All withdrawals of income or principal from the Memorial Fund must be approved by the PPWG Board.

The persons currently memorialized are: **Eva Asher, Ruth Beardsley Cochran, Mildred K. Donley, Ethel Joe Hellgren** and **Ellen E. (Betty) Smith**. Anyone wishing to make a donation to this fund in memory of a member, relative, or friend should contact the PPWG Treasurer.